


Exhibit D

CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A LIMITED LIABILITY COMPANY
OF
PLYMOUTH RUBBER COMPANY, INC.
(a Massachusetts Corporation)
CONVERTING INTO
PLYMOUTH RUBBER COMPANY, LLC
(a Delaware Limited Liability Company)

In accordance with Section 18-214 of the Delaware Limited Liability Act, this Certificate of Conversion from a Corporation to a Limited Liability Company of Plymouth Rubber Company, Inc., a Massachusetts corporation, certifies as follows:

1. The name of the existing corporation immediately prior to filing this Certificate is Plymouth Rubber Company, Inc. (the "Corporation").
2. The Corporation was incorporated on January 10, 1922 in the Commonwealth of Massachusetts.
3. The jurisdiction of the Corporation immediately prior to filing this Certificate is Massachusetts.
4. The name of the limited liability company as set forth in its Certificate of Formation is Plymouth Rubber Company, LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion from a Corporation to a Limited Liability Company this 1st day of September, 2006.


Name: Maurice J. Hamilburg
Authorized Signatory

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:43 AM 09/01/2006
FILED 09:43 AM 09/01/2006
SRV 060815329 - 4213823 FILE

CERTIFICATE OF FORMATION
OF
PLYMOUTH RUBBER COMPANY, LLC

—0000000—

This Certificate of Formation of PLYMOUTH RUBBER COMPANY, LLC is being executed and filed this date to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. §18-101, et seq.).

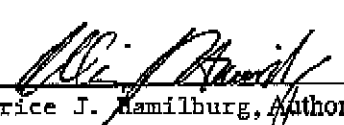
1. The name of the limited liability company is:

PLYMOUTH RUBBER COMPANY, LLC

2. The name and address of the registered agent and registered office in the State of Delaware is:

Harvard Business Services, Inc.
16192 Coastal Highway
Lewes, County of Sussex, Delaware 19958

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of this 1st day of September, 2006.


Maurice J. Hamilburg, Authorized Person

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:46 PM 01/09/2008
FILED 12:46 PM 01/09/2008
SRV 080026858 - 4224517 FILE

CERTIFICATE OF RESIGNATION

OF


REGISTERED AGENT

Pursuant to Section 18-104(d) of the Delaware Limited Liability Company Act, Harvard Business Services, Inc. does hereby resign as registered agent for:

(153 Companies – See attached List)

Written notice of the resignation was given to the limited liability companies at least 30 days prior to the filing of the certificate by mail to the last known address for the limited liability companies. The letter was mailed on November 18, 2007.

I, Richard H. Bell, II, Chairman of the Board of Harvard Business Services, Inc. do hereby sign this document to resign as registered agent of the above limited liability companies on this date of January 9, 2008.



Richard H. Bell, II
Chairman of the Board
Harvard Business Services, Inc.

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PAGE:

HARVARD BUSINESS SERVICES, INC.
AGENT RESIGNATIONS - EXHIBIT A

01/09/08

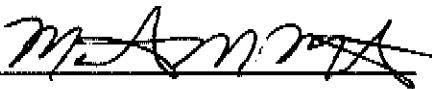
FILE NUMBER	CORPORATION NAME
4024264	NORTH WOODWARD PROPERTY IMPROVEMENTS, LLC
4219445	NU FINANCIAL STRATEGIES LLC
3787794	NUCLEUS DIRECT, LLC
4233269	OCEAN BLUE TECHNOLOGY, LLC
4040222	OMNI STOCK LLC
4218613	ORAL CANCER PREVENTION INTERNATIONAL, LLC
4223703	PALM ISLANDS REALTY LLC
4026096	PANAMA CAPITAL GROUP LLC
4226917	PANOPTIC TECHNOLOGIES LLC
3851988	PAYANYTHINGONLINE.COM, LLC
4222438	PERFECT SUN LLC
4214635	PFA, LLC
4024327	PHILADELPHIA CAPITAL, LLC
4265308	PHL APT RENTALS LLC
4221079	PHPCOW LLC
4216909	PLUS PRIME FINANCIAL LLC
4213823	PLYMOUTH RUBBER COMPANY, LLC
4226920	POLARIS SAILING, LLC
3702671	PRIORITY DEVELOPMENT SOLUTIONS LLC
3856140	PRO PLAYERS MANAGEMENT LLC
3707972	PROMEDIA LLC
3702927	QUALITY COMMUNICATIONS FIRE & SECURITY, LLC
4034476	REAL ESTATE UNLIMITED LLC
4036912	SHEBA HOLDINGS, LLC
3967032	SILVERMAN INTERNATIONAL LLC
4039219	SKY POSSE LLC
4214731	SOVLOE SERVICES LLC
4217925	SPOILED ROTTEN LLC
4257957	STEED FARMS LLC
4219714	STENSrud LIGHT ENTERPRISES LLC
3702024	STERLING MORTGAGE, LLC
4226360	STILL GREEN AND GROWING, LLC
4221116	SUPER VIXEN LLC
4030633	SURREY ASSOCIATES LLC
3701968	T & M METAL PRODUCTS LLC
4030110	TCHONG BROTHERS, LLC
4037437	TERRACONCEPTS WORLDWIDE LLC
3570073	THE GEIST LLC
4221160	THE LAST TOWN CHORUS, LLC
3852215	THE MING GROUP LLC
3851024	TOKYO CONSULTING GROUP LLC
3712046	TRADEMARKS INTERNATIONAL, LLC
3708814	TRINITY CONSULTING GROUP LLC
4225581	TURKACO, LLC
4216939	UCC, LLC
4219749	UNION J HEALTH CARE SERVICES, LLC
4224055	US FURNITURE TRADE LLC

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:05 AM 05/01/2008
FILED 08:05 AM 05/01/2008
SRV 080490902 - 4213823 FILE

**STATE OF DELAWARE
CERTIFICATE OF REVIVAL OF
A DELAWARE LIMITED LIABILITY COMPANY
PURSUANT TO TITLE 6, SEC. 18-1109**

1. Name of Limited Liability Company PLYMOUTH RUBBER COMPANY, LLC
2. Date of original filing with Delaware Secretary of State
09/01/2006
3. The name and address of the registered agent is REGISTERED OFFICE SERVICE COMPANY
203 NE FRONT STREET, SUITE 101, MILFORD, County of KENT, DE 19963
4. (Insert any other matters the members determine to include herein).
5. This Certificate of Revival is being filed by one or more persons authorized to Execute and file the Certificate of Revival.

In witness whereof, the above named limited liability company does hereby certify that the limited liability company is paying all annual taxes, penalties and interest due to the State of Delaware.

By: 
Authorized Person
Name: Martina M. Martin
Print or Type